

**Hearing Date and Time:** May 20, 2010 at 10:00 a.m. (E.S.T.)  
**Response Deadline:** May 17, 2010 at 4:00 p.m. (E.S.T.) (by consent)

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Attorneys for Vanguard Distributors, Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Chapter 11
	:	
Reorganized Debtors.	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)

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**RESPONSE OF VANGUARD DISTRIBUTORS, INC. TO REORGANIZED DEBTORS'  
FORTY-SEVENTH OMNIBUS OBJECTION TO ADMINISTRATIVE EXPENSE  
CLAIMS**

Vanguard Distributors, Inc. ("Vanguard"), by and through its attorneys, hereby submits this response (the "Response") to the Forty-Seventh Omnibus Objection to Administrative Expense Claims the ("Omnibus Objection"), filed by the above-captioned re-organized debtors (the "Debtors"). In support of this Response, Vanguard respectfully represents as follows:

**BACKGROUND**

1. On or about July 11, 2006, Vanguard filed an administrative claim (Claim No. 16908), in the amount of \$1,695,387.23, in this case against Debtor Delphi Corporation ("Delphi" or the "Debtor") related to build-to- print tooling distributed to Delphi during June,

July and August 2006 pursuant to purchase orders. Attached hereto as Exhibit "A" is the list of invoices and management fee reports (the "Purchase Order List") billed to Debtor by Vanguard.

## ARGUMENT

### *Vanguard's Administrative Claim Should Be Allowed in the Amount of \$1,695,387.23*

2. Pursuant to Rule 3001(f) of the Federal Rules of Bankruptcy Procedure, Vanguard's timely filed proof of claim constitutes *prima facie* evidence of the validity and amount of such claim. In order to rebut that evidence, a proper objection must set forth specific evidence that is equal in force to the *prima facie* case. See In re King, 305 B.R. 152, 162 (Bankr. S.D.N.Y. 2004) ("It is well settled that the party objecting to a proof of claim has the burden of coming forward with sufficient evidence rebutting the validity of a properly filed proof of claim." (citations omitted); see also In re Allegheny Int'l, Inc., 954 F.2d 176, 173-74 (3<sup>rd</sup> Cir. 1992) ("[T]he objector must produce evidence equal in force to the *prima facie* case." (citations omitted); In re Burger, 125 B.R. 894, 902 (Bankr. D.Del. 1991) ("The proof of claims is *prima facie* evidence of a debt and creates a presumption of validity which must be objected to and rebutted by some showing of evidence.") (citations omitted). An objecting party must allege facts necessary to support the objection – at least enough to overcome the *prima facie* validity of the proof of claim – and not describe the theories upon which the objection is founded. See Collier on Bankruptcy ¶3007.01[3] (15<sup>th</sup> ed. 2006).

3. The Omnibus Objection is devoid of any facts addressing the validity of Vanguard's administrative claim. There is no assertion by the Debtors that Vanguard did not supply the equipment evidenced by the Purchase Order List attached hereto. Accordingly, Vanguard submits that that Debtors have failed to rebut the *prima facie* validity of the Vanguard claim.

4. The Omnibus Objection is insufficient to overcome the presumption of validity provided by Bankruptcy Rule 3001(f), and the Debtors have failed to provide any grounds upon which this Court could rely to reduce, modify or expunge the Vanguard administrative claim. The Debtors have no defense in law or in equity to the allowance of the Vanguard administrative claim in the amount of \$1,695,387.23.

**RIGHT TO SUPPLEMENT**

5. Vanguard reserves its right to supplement this Response with additional briefing made necessary by the response of any party, or as may be requested by the Court.

**NOTICE**

6. Copies of the within response have been provided to: DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Attn: President), and counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom, LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr., John K. Lyons, and Michael W. Perl) by first-class mail, postage pre-paid, facsimile and/or electronically. Vanguard respectfully submits that in light of the relief requested in the within Response no other or further notice is required.

**WHEREFORE**, Vanguard respectfully requests that this Court: (i) deny the Omnibus Objection to the extent it seeks to reduce or expunge the Vanguard Administrative Claim below the full amount of \$1,695,387.23; (ii) allow the Vanguard Administrative Claim in the amount of \$1,695,387.23; and (iii) grant Vanguard such other and further relief as this Court deems just and proper.

Dated: Atlanta, Georgia  
May 17, 2010

By: /s/ Louis G. McBryan

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**EXHIBIT "A"**

EXHIBIT A

INVOICE

No: DPMF 06-08

Remit Via EFT:

Vanguard Distributors, Inc.

P.O. Box 608

Savannah, GA 31402

Account Number:

Purchase Order Number:

DUNS: 601570760

Phone: 912-236-2718

Fax: 912-238-3072

450189164

To:

Delphi Packard Electric

P.O. Box 431

Mall Station 13C

1265 North River Rd

Warren, Ohio 44486

Date: September 11, 2006

Terms: Net 15

Via email: dchne.sprague@delphi.com

Item	Description	Amount
1.	Management Fee at 11% - for Receipts dated 8-1-06 thru 9-11-06  See Receipted PO spreadsheet for order detail.	\$ 17,742.78
Total Invoice		\$ 17,742.78

Please, address Inquiries to Reed Broadway at Vanguard Distributors,

email: reedb@Vangdist.com

Phone: 330-219-2100

VANGUARD MANAGEMENT FEE REPORT - JULY, 2006

10/26/2006

Document #	Doc Date	Total Amount	Curr Code	Bill Of Lading	Purchase Order #	Status	Due Date/ Pay Date
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VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

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VANGUARD MANAGEMENT FEE REPORT - JULY 2006

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Document #	Doc Date	Total Amount	Curr Code	Bill Of Lading	Purchase Order #	Status	Due Date/ Pay Date
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VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

Document #	Doc Date	Total Amount	Curr Code	Bill Of Lading	Purchase Order #	Status	Due Date/ Pay Date
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## VANGUARD MANAGEMENT FEE REPORT - JULY, 2006

10/26/2006

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VANGUARD MANAGEMENT FEE REPORT - JULY, 2006

10/26/2006

Document #	Doc Date	Total Amount	Curr Code	Bill Of Lading	Purchase Order #	Status	Due Date/ Pay Date
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'5205607198001	7/17/2006	\$ 350.00	USD	29223	D0450302442	Ready To Pay	9/2/2006

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

Document #	Doc Date	Total Amount	Curr Code	BILL Of Lading	Purchase Order	Status	Due Date/ Pay Date
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'5205607211001	7/17/2006	\$ 898.00	USD	29232	D0450302442	Ready To Pay	9/2/2006
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VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

Document #	Doc Date	Total Amount	Curr Code	Bill Of Lading	Purchase Order #	Status	Due Date/ Pay Date
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'5205632568001	7/20/2006	\$ 224.00	USD	19389A	D0450306588	Ready To Pay	9/2/2006
'5205632686001	7/20/2006	\$ 240.00	USD	34224	D0450311798	Ready To Pay	9/2/2006
'5205632692001	7/20/2006	\$ 309.00	USD	34209	D0450310655	Ready To Pay	9/2/2006
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VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

Document #	Doc Date	Total Amount	Curr Code	Bill Of Lading	Purchase Order #	Status	Due Date/ Pay Date
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'5205673473001	7/26/2006	\$ 128.00	USD	12229	D0450309883	Ready To Pay	9/2/2006
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'5205673818001	7/26/2006	\$ 308.00	USD	4959	D0450312559	Ready To Pay	9/2/2006
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'5205692570001	7/28/2006	\$ 700.00	USD	34374A	D0450308992	Ready To Pay	9/2/2006
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'5205692913001	7/28/2006	\$ 973.00	USD	19437	D0450311767	Ready To Pay	9/2/2006
'5205692924001	7/28/2006	\$ 556.00	USD	19445	D0450311772	Ready To Pay	9/2/2006
'5205692925001	7/28/2006	\$ 314.00	USD	19434-1	D0450311772	Ready To Pay	9/2/2006
'5205692968001	7/28/2006	\$ 784.00	USD	19478	D0450314134	Ready To Pay	9/2/2006
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VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

Document #	Doc Date	Total Amount	Curr Code	Bill Of Lading	Purchase Order #	Status	Due Date/ Pay Date
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		\$ 321,558.68			Total Delivered 7/1/06 thru 7/31/06		
		\$ 108,020.48			June Orders to Non-VGE Vendors		
		\$ 429,577.17					
		\$ 47,253.49			11% Mgmt Fee		

VANGUARD MANAGEMENT FEE REPORT - JULY, 2006

10/26/2005

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2008

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/25/2008

VANGUARD MANAGEMENT FEE REPORT - JULY, 2006

10/26/2006

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2008

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/25/2008

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

VANGUARD MANAGEMENT FEE REPORT - JULY 2006

10/26/2006

Payment #
0

**INVOICE**

**No: DPMF 06-06**

Remit Via EFT:  
Vanguard Distributors, Inc.  
P.O. Box 808  
Savannah, GA 31402  
Account Number:  
Purchase Order Number:  
DUNS: 601570760

Phone: 912-236-2718  
Fax: 912-238-3072

**450189164**

To:  
Delphi Packard Electric  
P.O. Box 431  
Mail Station 13C  
1285 North River Rd  
Warren, Ohio 44488

Date: July 11, 2006  
Terms: Net 15

Via email: donna.sprague@delphi.com

Item	Description	Amount
1	Management Fee at 11% - for Receipts dated 6-1-06 thru 6-30-06  See Receipted PO spreadsheet for order detail	\$ 101,842.74
<b>Total Invoice</b>		<b>\$ 101,842.74</b>

Please, address inquiries to Reed Broadway at Vanguard Distributors.  
email: reedb@Vangdist.com  
Phone: 830-219-2100